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IN THE UNITED STATES COURT FOR THE  
NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

|                           |   |                         |
|---------------------------|---|-------------------------|
| In re:                    | : | Case No. 08-36705 (BJH) |
|                           | : |                         |
| SUPERIOR AIR PARTS, INC., | : | Chapter 11              |
|                           | : |                         |
| Debtor.                   | : |                         |

THIELERT A.G.'S OBJECTION TO THE FIRST AMENDED DISCLOSURE  
STATEMENT, DATED AUGUST 4, 2009, FILED BY  
AVIATION PARTS SUPPLY, INC. (DOCKET NO. 335)

TO THE HONORABLE BARBARA J. HOUSER,  
UNITED STATES BANKRUPTCY JUDGE:

Thielert A.G. ("TAG") and its Insolvency Administrator, Dr. Achim Ahrendt,  
respectfully submits this Objection to the First Amended Disclosure Statement, dated  
August 4, 2009, filed by Aviation Parts Supply, Inc., and in support thereof states as  
follows:

1. TAG is one of the largest creditors and the sole shareholder of the Debtor.  
TAG has supported and voted in favor of the Debtor's and Creditors' Committee's Joint  
Plan.

2. TAG generally joins in the Debtor's Objection to APS' First Amended Disclosure Statement, dated August 10, 2009, and particularly agrees with Paragraphs 5 and 12 through 19, inclusive. TAG also agrees generally with the Committee's Objection.

3. If votes were solicited and confirmation of the APS First Amended Plan were sought, TAG would vote against the APS First Amended Plan and object to its confirmation.

4. TAG will not sell or transfer its equity interest to APS, directly, indirectly or through a plan. APS had opportunities to make a bid therefor before Brantly made its bid. APS's offers to the Creditors' Committee were never fully accepted by TAG, particularly as to its proposed Transfer Restriction Agreement for the Vantage Engine Program. That proposed agreement posed roadblocks to the sale of the Vantage Engine Program. In any event, any APS offers that TAG was considering earlier in this case were subject to higher and better offers of third parties. After Brantly made its offer, APS has not proposed a deal that matches Brantly's offer. Brantly has offered cash while APS has threatened and commenced litigation.

5. In connection with the Bid Procedures previously approved by this Court, APS submitted an unacceptable bid that was materially and financially inferior to the Brantly offer.

6. In furtherance of its campaign of intimidation and purporting to arrogate the power and authority of the Debtor and the Committee, on August 4, 2009 APS commenced an adversary proceeding against TAG and TAE (Adv. No. 09-03240 (BJH)) in part seeking to equitably subordinate TAG's claim. The adversary proceeding is

without merit and will be vigorously defended by TAG. In paragraph 25 of its complaint, APS admits that in 2006 TAG paid \$10 million cash for claims of two existing creditors of Superior. Yet APS alleges that the TAG claim should be subordinated. Upon confirmation of the Debtor's Joint Plan, TAG will seek dismissal of APS's complaint.

WHEREFORE, TAG respectfully requests that the Court deny approval of APS' First Amended Disclosure Statement and grant TAG such other and further relief as is just.

Dated: New York, New York  
August 20, 2009

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By:   
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**CERTIFICATE OF SERVICE**

The undersigned counsel certifies that a true and correct copy of the foregoing document was transmitted via electronic mail to parties listed below August 20, 2009 and to the parties on the attached Service List via first class, United States Mail, postage prepaid on the 20<sup>th</sup> day of August, 2009.

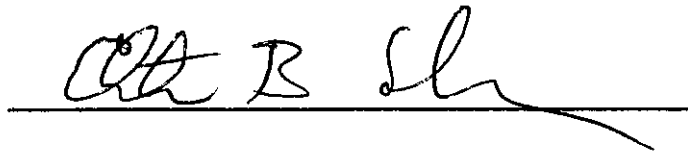
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A handwritten signature in black ink, appearing to read "DWP", is written over a horizontal line.

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